

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

MAXIM GROUP LLC,

Case No. 07 CV 8099 (LAP)

Plaintiff,

-against-

LIFE PARTNERS HOLDINGS, INC.,

Defendant.

**DECLARATION OF R. SCOTT PEDEN IN SUPPORT OF DEFENDANT LIFE
PARTNERS HOLDINGS, INC.'S MOTION FOR SUMMARY JUDGMENT**

1. My name is R. Scott Peden. I am Corporate Secretary of Life Partners Holdings, Inc. ("Life Partners"), which is publicly traded on NASDAQ market under the symbol LPHI. I am also President and General Counsel of Life Partners, Inc. ("LPI"), a wholly-owned subsidiary of Life Partners, which assists purchasers who desire to buy interests in life insurance policies placed for sale on the national market by sellers located across the United States. I have been employed by LPI since 1991. From 1991 to 2000, I served as Vice President and General Counsel of LPI. The sole office of Life Partners and LPI is in Waco, Texas, where I have my office.

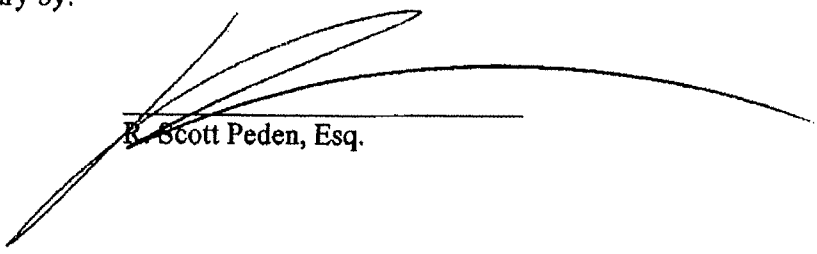
2. Upon receiving the Complaint in the above-captioned action, I caused a thorough search to be done of Life Partners' books, records, and electronic communications for any warrant certificates delivered to Life Partners as described in Section 3(a)(ii) of a contract between Maxim Group LLC ("Maxim") and Life Partners attached as Exhibit A to the Complaint. The search found no such warrant certificates.

3. I was corporate secretary of Life Partners in October 2004 when the

contract with Maxim was executed. If a warrant certificate had been delivered by Maxim as described in the Contract, I would have been aware of it in the ordinary course of Life Partners' business. I am not aware of the delivery or existence of any such warrant certificate.

Dated: December 5, 2007

Signed under the penalties of perjury by:



R. Scott Peden, Esq.